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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

REPUBLIC METALS REFINING
CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-13359 (SHL)

(Jointly Administered)

**VERIFIED STATEMENT OF LUSKIN, STERN & EISLER LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Luskin, Stern & Eisler LLP (“LS&E”) hereby submits this verified statement (this “Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with LS&E’s representation of a group of lenders (the “Senior Lender Group”) party to that certain Second Amended and Restated Intercreditor Agreement, dated as of February 19, 2016, as amended from time to time, among the members of the Senior Lender Group and acknowledged and agreed by Debtor Republic Metals Corporation (“RMC”), and respectfully states as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 N.W. 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

1. The Senior Lender Group is comprised of the following institutions:
Coöperatieve Rabobank U.A., New York Branch (“Rabobank”), Brown Brothers Harriman & Co., Bank Hapoalim B.M., Mitsubishi International Corporation, ICBC Standard Bank Plc, Techemet Metal Trading LLC (“Techemet”), Woodforest National Bank and Bank Leumi USA.

2. In or around June 2018, Rabobank retained LS&E to represent it in connection with its claims against and transactions with RMC and its affiliates.

3. In or around July 2018, Techemet retained LS&E to represent it in connection with its claims against and transactions with RMC and its affiliates.

4. In or around October 2018, the Senior Lender Group retained LS&E to represent it connection with its members’ claims against and transactions with RMC and its affiliates, including any potential bankruptcy or insolvency proceedings. LS&E concurrently resigned as counsel to Rabobank and Techemet individually in connection with their respective claims against and transactions with RMC and its affiliates and thereafter has only represented Rabobank and Techemet in their capacities as members of the Senior Lender Group.

5. The members of the Senior Lender Group hold disclosable economic interests in relation to the Debtors. In accordance with Bankruptcy Rule 2019 and based upon information provided to LS&E by each member of the Senior Lender Group, attached hereto as Exhibit A is a list of the names, addresses, and the nature and amount of all disclosable economic interests of each present member of the Senior Lender Group in relation to the Debtors.

6. Each member of the Senior Lender Group separately requested that LS&E represent it in connection with these chapter 11 cases in its capacity as a lender and/or metal lessor to RMC and its affiliates.

7. As of the date of this Statement, LS&E represents only the interests of the members of the Senior Lender Group listed on Exhibit A hereto and does not represent or purport to represent any other entities or interests in connection with these chapter 11 cases.

8. LS&E does not hold claims against or interests in the Debtors or their estates.

9. LS&E reserves the right to supplement or amend this Statement as necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

10. LS&E hereby verifies under oath that this Statement is true and accurate, to the best of the undersigned's knowledge and belief.

Dated: November 28, 2018
New York, New York

LUSKIN, STERN & EISLER LLP

/s/ Michael Luskin

Richard Stern

Michael Luskin

Alex Talesnick

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Counsel for Senior Lender Group

EXHIBIT A²

Name	Address	Nature and Amount of Disclosable Economic Interest³
Coöperatieve Rabobank U.A., New York Branch	245 Park Avenue, 37th Floor New York, New York 10167	\$31,730,463.98 principal amount of outstanding debt obligations
Brown Brothers Harriman & Co.	140 Broadway New York, New York 10005	\$9,098,340.92 principal amount of outstanding debt obligations
Bank Hapoalim B.M.	1120 Avenue of the Americas New York, New York 10036	\$11,372,926.15 principal amount of outstanding debt obligations
Mitsubishi International Corporation	655 Third Avenue New York, New York 10017	\$54,278,325.84 principal amount of outstanding debt obligations
ICBC Standard Bank Plc	20 Gresham Street London, EC2V 7JE United Kingdom	\$20,034,083.29 principal amount of outstanding debt obligations
Techemet Metal Trading LLC	6025 Genoa Red Bluff Road Pasadena, Texas 77507	\$14,447,158.99 principal amount of outstanding debt obligations
Woodforest National Bank	1330 Lake Robbins Suite 500 The Woodlands, TX 77380	\$13,647,511.39 principal amount of outstanding debt obligations
Bank Leumi USA	579 Fifth Avenue New York, NY 10017	\$22,745,852.32 principal amount of outstanding debt obligations

² Nothing in the Statement and Exhibit A affects the substantive rights of each member of the Senior Lender Group to assert claims against the Debtors' estates, including under any bar date order. In addition to the disclosable economic interests identified herein, members of the Senior Lender Group have additional claims against the Debtors on account of, among other things, fees, expenses, accrued interest, and indemnity obligations.

³ To the best of LS&E's knowledge, the information included herein is accurate as of the date hereof. The amounts set forth herein include only outstanding principal and do not include accrued or unpaid interest or other amounts that may be owing under the applicable credit documents.

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of November, 2018, I caused a true and correct copy of the foregoing Verified Statement of Luskin, Stern & Eisler LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019 to be filed and served through ECF notification upon all parties who receive notice in this matter pursuant to the Court's ECF filing system.

/s/ Michael Luskin

Michael Luskin